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June 7, 2006

Rebekah P. Goodheart
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VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: In re: AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer of Control, WC Docket No. 06-74, Submission of
Acknowledgements of Confidentiality

Dear Ms. Dortch:

Pursuant to the Protective Order adopted by the Federal Communications Commission in the above-captioned proceeding, BellSouth Corporation ("BellSouth") hereby submits Acknowledgements of Confidentiality executed by the following outside counsel from Axinn, Veltrop & Harkrider LLP: Stephen M. Axinn, John D. Harkrider, and Mark D. Alexander. Consistent with the Protective Order, BellSouth requests that these individuals receive access to the confidential documents filed by Time Warner Telecom, Inc. in the above-captioned proceeding.

Please do not hesitate to contact the undersigned should you have any questions or concerns.

Sincerely yours,

Rebekah P. Goodheart
Counsel for BellSouth Corporation

Attachments

Wiley Rein & Fielding LLP

Ms. Marlene H. Dortch

June 7, 2006

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cc: Jonathan Lechter, Esq.
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
jlechter@willkie.com
Via Hand Delivery
and Electronic Mail

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554
Gary.Remondino@fcc.gov
Via Electronic Mail

APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 10 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Protective Order.

I hereby certify that I am not involved in "competitive decision-making," *i.e.*, my activities, association, and relationship with a client are not such as to involve my advice and participation in any or all of the client's business decisions made in light of similar or corresponding information about a competitor.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Order or Protective Order.

Executed at New York NY this 6 day of June 2006.



[Name] Stephen M. Axinn
 [Position] Outside Counsel BellSouth Inc
 [Address] 1370 Ave of the Americas NY NY
 [Telephone] 212 728 2200

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Executed at New York this 6 day of June 2006.

[Name]	<u>Jonas Herkenider</u>
[Position]	<u>Partner</u>
[Address]	<u>Axinn, Veltrop & Herkenider, LLP</u>
[Telephone]	<u>1370 6th Ave, NY, NY 10019</u>
	<u>212-725-2210</u>

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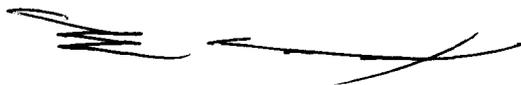
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Executed at Hartford, CT this 6th day of June, 2006.



Mark D. Alexander, Partner
Axinn, Veltrop & Harkrider LLP
90 State House Square
Hartford, CT 06103
(860) 275-8100